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**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684-7000 Fax 503 684 7553

19166

RECORDATION NO. _____ FILED 1995

January 4, 1995

JAN 10 1995 -3 20 PM

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 28, 1994, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Interail, Inc.
One Foxfield Square, Suite 200
St. Charles, IL 60174-5732

A description of the railroad equipment covered by the enclosed document is:

Thirty-nine (39) 40' 6" 100-ton copper boxcars bearing marks and numbers as follows: NOKL 77000 through NOKL 77019, inclusive and NOKL 77070 through NOKL 77088, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

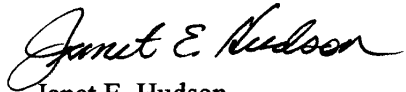
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams.
January 4, 1995
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A short summary of the enclosed primary document to appear in the
Commission's Index is:

Memorandum of Lease Agreement dated as of March 28, 1994 between
Greenbrier Railcar, Inc., Lessor, and Interail, Inc., Lessee, covering
thirty-nine (39) 40' 6" 100-ton copper boxcars bearing marks and numbers
as follows: NOKL 77000 through NOKL 77019, inclusive and
NOKL 77070 through NOKL 77088, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant - Legal

jeh
Enclosure

cc: Robert W. Alvord, Esq.

JAN 10 1995 -3 20 PM

Memorandum of a Lease Agreement made and entered into as of March 28, 1994 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Interail, Inc., a Kansas corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor thirty-nine (39) 40' 6" 100-ton copper boxcars bearing NOKL marks and numbers as follows:

NOKL 77000 through NOKL 77019, inclusive and
NOKL 77070 through NOKL 77088, inclusive

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norman M. Webb, V.P.

Title: Vice President

LESSEE: INTERAIL, INC.

By: Thomas W. Harvey

Title: VP Marketing

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of December, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

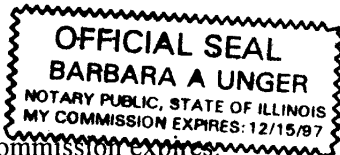
Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98

STATE OF Illinois)
) ss.
COUNTY OF Du Page)



On this 22nd day of December, 1994, before me personally appeared Thomas Harvey, to me personally known, who being by me duly sworn, says that he is the Vice President Marketing of Interail, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Barbara A. Unger
NOTARY PUBLIC

My commission expires 12-15-97